

08/22/03	RGS	Telephone conference with D. Kerrigan (.2); telephone conference with D. Wanlass (.2); conference with D. Bias and J. Van Horn regarding preference analysis (.3)	.70
08/22/03	JEV	E-mail correspondence and telephone conversation with D. Bias regarding preference analysis memorandum (.1); conference with R. Sable regarding same (.1); review final revisions and exhibits (.3)	.50
08/22/03	JEV	Telephone conversation with D. Bias and R. Sable regarding preference analysis issues (.3); proof exhibit and draft e-mail to D. Kerrigan regarding payment review (.1); review D. Bias' e-mail outlining procedures taken in preference analysis (.1)	.50
08/23/03	RGS	Review D. Bias' memorandum to D. Kerrigan and follow-up to D. Kerrigan	.30
08/27/03	JEV	Review e-mail correspondence regarding Zolfo's requests for preference data and data worksheets of analysis performed	.20
08/27/03	JEV	Telephone conversation with D. Bias and conference with R. Sable regarding preference analysis issues	.40
08/27/03	JEV	Review documents to prepare hard copy file of preference analysis	.20

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert G. Sable	\$410.00	3.7	\$1,517.00
David I. Swan	\$235.00	2.6	\$611.00
James E. Van Horn	\$170.00	5.6	\$952.00
		11.9	\$3,080.00
TOTAL FEES			

TOTAL FOR MATTER 2035688-0003

\$3,080.00

Re: Investigation of Prepetition Transactions**Our File No. 2035688-0003****For Services Rendered Through Sep 30, 2003**

09/02/03	JEV	Review preference analysis memorandum and supporting worksheets to updated procedures memorandum	.50
09/03/03	JEV	Conference with staff regarding review of preference analysis documents and procedures for summation index	.30
09/06/03	DIS	Review amended preference analysis and methodology	.40
09/08/03	JEV	Review additional preference analysis performed and procedures set forth	.50
09/10/03	JEV	E-mail correspondence from J. Gillespie regarding preference analysis status	.10

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	0.4	\$94.00
James E. Van Horn	\$170.00	1.4	\$238.00
		<u>1.8</u>	<u>\$332.00</u>
		TOTAL FEES	

TOTAL FOR MATTER 2035688-0003

\$332.00

Matter 0004	DEBTOR IN POSSESSION FINANCING														
	Professional	August, 2003			September, 2003			October, 2003			November, 2003			Total	
		Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Hours	Fees
Patrick L. Hayden	\$430.00	10.0	\$4,300.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	10.0	\$4,300.00	
Robert G. Sable	\$410.00	0.3	\$123.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	0.3	\$123.00	
David I. Swan	\$235.00	0.2	\$47.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	0.2	\$47.00	
Mary Jo Albright	\$105.00	0.2	\$21.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	0.2	\$21.00	
Total:		10.7	\$4,491.00		0.0	\$0.00		0.0	\$0.00		0.0	\$0.00	10.7	\$4,491.00	

Re: DIP Financing and Bank Matters
Our File No. 2035688-0004
For Services Rendered Through Aug 31, 2003

08/06/03	PLH	Telephone call with R. McDonald regarding DIP amendment and waiver (.3); review same (.3); draft motion and order regarding same (1.4)	2.00
08/08/03	PLH	Prepare motion on DIP amendment (1.5); telephone call and e-mail to R. McDonald regarding same (.3)	1.80
08/09/03	PLH	Prepare stipulation of DIP loan amendment (1.3); e-mail to R. McDonald regarding same (.2)	1.50
08/11/03	PLH	Telephone call with R. McDonald regarding DIP waiver and amendment (.3); revise same (.3); e-mail regarding same (.3)	.90
08/12/03	PLH	Prepare DIP amendment stipulation (.5); e-mails regarding same (.5)	1.00
08/12/03	RGS	Review assignment to DIP and covenant	.30
08/14/03	PLH	E-mail with R. McDonald regarding DIP amendment	.20
08/18/03	PLH	E-mails about DIP amendment status (.3); e-mail to parties about stipulation on DIP amendment (.3)	.60
08/19/03	PLH	E-mails regarding DIP amendment stipulation	.40
08/19/03	MJA	Locate recent order extending time, print and forward to D. Swan	.20
08/20/03	PLH	E-mails regarding DIP amendment	.30
08/22/03	PLH	Telephone call with R. McDonald regarding DIP amendment motion; telephone call with G. Schaaf regarding same	.40
08/25/03	PLH	E-mails regarding DIP amendment	.30
08/26/03	PLH	E-mail to G. Schaaf regarding DIP amendment	.30
08/26/03	DIS	Telephone conference with R. Berger regarding status of exit financing documents	.20

08/27/03 PLH E-mails regarding entry of stipulation on DIP amendment .30

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Patrick L. Hayden	\$430.00	10.0	\$4,300.00
Robert G. Sable	\$410.00	0.3	\$123.00
David I. Swan	\$235.00	0.2	\$47.00
Mary Jo Albright	\$105.00	0.2	\$21.00
		<hr/>	<hr/>
	TOTAL FEES	10.7	\$4,491.00

TOTAL FOR MATTER 2035688-0004

\$4,491.00

Matter 0005	Monthly Reports													
	August, 2003			September, 2003			October, 2003			November, 2003			Total	
	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Hours	Fees
Professional														
Mary Jo Albright	\$0.00	0.0	\$0.00	\$105.00	1.5	\$157.50	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	1.5	\$157.50
Total:		0	\$0.00		1.5	\$157.50		0.0	\$0.00		0.0	\$0.00	1.5	\$157.50

Re: Monthly Reports
Our File No. 2035688-0005
For Services Rendered Through Sep 30, 2003

09/02/03 MJA Download monthly operating reports from 1.50
dockets; upload to extranet

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Mary Jo Albright	\$105.00	1.5	\$157.50
		<u>1.5</u>	<u>\$157.50</u>
TOTAL FEES			

TOTAL FOR MATTER 2035688-0005 \$157.50

Matter 0007	Creditor Inquiries													
	August, 2003			September, 2003			October, 2003			November, 2003			Total	
Professional	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Hours	Fees
David I. Swan	\$235.00	0.5	\$117.50	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	0.5	\$117.50
Total:		0.5	\$117.50		0	\$0.00		0.0	\$0.00		0.0	\$0.00	0.5	\$117.50

Re: Creditor Inquiries

Our File No. 2035688-0007

For Services Rendered Through Aug 31, 2003

08/05/03 DIS	Telephone conference with B. Sloan of Nazar Rubber regarding conversion notice	.10
08/09/03 DIS	Facsimile to S. Mills to address Roldan inquiry	.10
08/25/03 DIS	Telephone conference with Lori of Auburn Armature regarding ballot	.10
08/26/03 DIS	Telephone conference with V. Evans regarding ballot package and claim objection	.20

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	0.5	\$117.50
		<u>0.5</u>	<u>\$117.50</u>
	TOTAL FEES		

TOTAL FOR MATTER 2035688-0007

\$117.50

Matter 0008	DOCKET REVIEW														
	Professional	August, 2003			September, 2003			October, 2003			November, 2003			Total	
		Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Hours	Fees
David I. Swan	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$235.00	0.4	\$94.00	0.4	\$94.00	
Heather Rajjoppi Hickman	\$110.00	1.4	\$154.00	\$0.00	0.0	\$0.00	\$110.00	0.7	\$77.00	\$0.00	0.0	\$0.00	2.1	\$231.00	
Thomas Matthew Collins	\$110.00	3.3	\$363.00	\$110.00	0.8	\$88.00	\$110.00	0.5	\$55.00	\$0.00	0.0	\$0.00	4.6	\$506.00	
Mary Jo Albright	\$105.00	25.7	\$2,698.50	\$105.00	20.8	\$2,184.00	\$105.00	22.2	\$2,331.00	\$105.00	5.9	\$619.50	74.6	\$7,833.00	
Total:		30.4	\$3,215.50		21.6	\$2,272.00		23.4	\$2,463.00		6.3	\$713.50	81.7	\$8,664.00	

Re: Docket Review**Our File No. 2035688-0008****For Services Rendered Through Aug 31, 2003**

08/01/03	MJA	Run Pacer and review for new entries; upload all new docket entries to extranet and import into summation database; review docket for entries requested by D. Swan; print and forward to D. Swan	7.50
08/04/03	TMC	Download docket for upload to extranet	.70
08/05/03	HRH	Review docket on Web Pacer and obtain requested documents as per attorney's request	.40
08/05/03	TMC	Download docket for upload to extranet	.80
08/06/03	HRH	Review docket on Web Pacer	.30
08/06/03	TMC	Download docket for upload to extranet	.60
08/07/03	TMC	Download docket for upload to extranet	.60
08/08/03	TMC	Download docket for upload to extranet	.60
08/11/03	HRH	Review docket on Web Pacer for recent fee applications submitted by billing professionals	.40
08/12/03	MJA	Run Pacer for new entries and review docket	.30
08/12/03	MJA	Download docket entries and documents to system and upload to extranet; sort all correspondence by matter number	7.50
08/14/03	MJA	Run Pacer for new docket entries; review docket	.40
08/14/03	MJA	Review all correspondence e-mailed for past eight days, print and separate by matter number; download recent docket entries for uploading to extranet; import into summation	6.50
08/15/03	HRH	Review docket on Web Pacer	.30
08/20/03	MJA	Run Pacer for new filings and orders entered; download recent pleadings and orders for upload to extranet	3.50

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
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Special Metals Corporation

File Number: 2035688

Page 12

Invoice No. 90581165

September 16, 2003

Heather Rajoppi Hickman	\$110.00	1.4	\$154.00
Thomas Matthew Collins	\$110.00	3.3	\$363.00
Mary Jo Albright	\$105.00	25.7	\$2,698.50
		<hr/>	<hr/>
TOTAL FEES		30.4	\$3,215.50

TOTAL FOR MATTER 2035688-0008

\$3,215.50

Re: Docket Review

Our File No. 2035688-0008

For Services Rendered Through Sep 30, 2003

09/02/03 MJA	Run Pacer for docket review	.30
09/02/03 MJA	Download all new pleadings from docket; upload to extranet	7.20
09/02/03 MJA	General docket review, print and distribute	.30
09/08/03 TMC	Download docket for upload to extranet	.80
09/08/03 MJA	Track docket numbers at D. Swan's request for certificates of service of various orders and motions by Donlin & Recano	.50
09/09/03 MJA	Run Pacer for docket review; print and distribute docket	.40
09/09/03 MJA	Review, print, distribute and docket	.30
09/10/03 MJA	Run Pacer report for new docket entries, review, print and distribute	.40
09/11/03 MJA	Run docket report for new filings	.40
09/15/03 MJA	Review docket for all Friday Filings; upload to extranet and index into summation database	2.50
09/17/03 MJA	Run Pacer for new docket entries, review, print and distribute	.50
09/22/03 MJA	Pacer docket review, print and distribute	3.00
09/29/03 MJA	Upload pleadings for download to extranet; print and review docket for new filings; distribute to D. Swan; update document summaries in summation and extranet	5.00

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Thomas Matthew Collins	\$110.00	0.8	\$88.00
Mary Jo Albright	\$105.00	20.8	\$2,184.00
		21.6	\$2,272.00
TOTAL FEES			

Special Metals Corporation

File Number: 2035688

Invoice No. 90588396

Page 11

October 14, 2003

TOTAL FOR MATTER 2035688-0008

\$2,272.00

Re: Docket Review**Our File No. 2035688-0008****For Services Rendered Through Oct 31, 2003**

09/30/03	MJA	Review docket entries, print and distribute	.50
10/02/03	MJA	Review docket, print and distribute	.40
10/07/03	MJA	Review docket, print and distribute	.40
10/08/03	HRH	Review docket on Web Pacer (.2); obtain notice of appeal regarding confirmation of plan as per D. Swan's request (.2)	.40
10/09/03	HRH	Review docket for objections to plan confirmation as per D. Swan's request	.30
10/09/03	TMC	Download docket for upload to extranet	.50
10/09/03	MJA	Review docket for updates and filings; download pleadings to system for upload to extranet	3.00
10/13/03	MJA	Run Pacer, review docket and upload entries for download to extranet	6.50
10/15/03	MJA	Run pacer for docket review, print and distribute	.60
10/16/03	MJA	Review docket, print and distribute	.50
10/22/03	MJA	Run Pacer, review docket, print and distribute	.50
10/24/03	MJA	Run Pacer, review docket, print and distribute	.50
10/28/03	MJA	Run Pacer, review docket for new entries, print and distribute	1.00
10/29/03	MJA	Run Pacer for docket, print and distribute	.30
10/30/03	MJA	Run Pacer on all SMC cases, print and distribute dockets	1.50
10/30/03	MJA	Create new extranet databases for District Court cases and appeal; download all new docket entries in all SMC cases and upload to extranet rooms	6.50

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
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Special Metals Corporation

File Number: 2035688

Invoice No. 90598237

Page 9

November 17, 2003

Heather Rajoppi Hickman	\$110.00	0.7	\$77.00
Thomas Matthew Collins	\$110.00	0.5	\$55.00
Mary Jo Albright	\$105.00	22.2	\$2,331.00
		<hr/>	<hr/>
TOTAL FEES		23.4	\$2,463.00

TOTAL FOR MATTER 2035688-0008

\$2,463.00

Re: Docket Review**Our File No. 2035688-0008****For Services Rendered Through Nov 30, 2003**

11/03/03 MJA	Review all SMC cases dockets, print and distribute	1.00
11/04/03 MJA	Run dockets for all SMC cases, review, print and distribute	1.00
11/05/03 MJA	Run dockets, review, print and distribute	.50
11/06/03 MJA	Run Pacer, review new docket entries, print and distribute	1.00
11/10/03 MJA	Run pacer and docket searches for all cases, print, review and distribute	1.00
11/11/03 MJA	Pacer review of docket	.40
11/13/03 MJA	Run pacer for all cases, review dockets, and print and distribute	1.00
11/26/03 DIS	Review docket for opinion letter purposes	.40

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
David I. Swan	\$235.00	0.4	\$94.00
Mary Jo Albright	\$105.00	5.9	\$619.50
		<u>6.3</u>	<u>\$713.50</u>
	TOTAL FEES		

TOTAL FOR MATTER 2035688-0008

\$713.50

Matter 0009	EMPLOYEE MATTERS													
	Professional	August, 2003			September, 2003			October, 2003			November, 2003			Total
		Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	Rate	Hours	Total Fees	
	\$410.00	54.4	\$22,304.00	\$410.00	84.0	\$34,440.00	\$410.00	34.8	\$14,268.00	\$410.00	47.8	\$19,598.00	221.0	\$90,610.00
Robert G. Sable	\$370.00	0.3	\$111.00	\$370.00	4.1	\$1,517.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	4.4	\$1,628.00
Lucile J. Anutta	\$300.00	93.7	\$28,110.00	\$300.00	99.5	\$29,850.00	\$300.00	39.9	\$11,970.00	\$300.00	24.3	\$7,290.00	257.4	\$77,220.00
Ronald W. Crouch	\$240.00	74.9	\$17,976.00	\$240.00	88.1	\$21,144.00	\$240.00	30.4	\$7,296.00	\$240.00	0.0	\$0.00	193.4	\$46,416.00
Gerald J. Stubenhofer	\$235.00	14.5	\$3,407.50	\$235.00	3.1	\$728.50	\$235.00	14.5	\$3,407.50	\$235.00	14.7	\$3,454.50	46.8	\$10,998.00
David I. Swan	\$225.00	4.5	\$1,012.50	\$225.00	3.9	\$877.50	\$225.00	5.4	\$1,215.00	\$225.00	4.5	\$1,012.50	18.3	\$4,117.50
Daniel A. Austin	\$210.00	0.2	\$42.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	0.2	\$42.00
Sarah B. Boehm	\$205.00	21.0	\$4,305.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	21.0	\$4,305.00
Alyssa McCarthy	\$170.00	6.8	\$1,156.00	\$0.00	0.0	\$0.00	\$170.00	9.3	\$1,581.00	\$0.00	0.0	\$0.00	16.1	\$2,737.00
James E. Van Horn	\$170.00	66.2	\$11,254.00	\$170.00	48.3	\$8,211.00	\$170.00	66.8	\$11,356.00	\$170.00	41.9	\$7,123.00	223.2	\$37,944.00
Kevin Batik	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	\$125.00	1.2	\$150.00	\$125.00	4.7	\$587.50	5.9	\$737.50
Leslie Ann Glasi	\$0.00	0.0	\$0.00	\$120.00	0.8	\$96.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	0.8	\$96.00
Mantha Lynn Wigton	\$110.00	0.6	\$66.00	\$110.00	1.1	\$121.00	\$110.00	0.8	\$88.00	\$110.00	0.0	\$0.00	2.5	\$275.00
Heather Rajoppi Hickman	\$110.00	33.9	\$3,729.00	\$110.00	12.9	\$1,419.00	\$0.00	0.0	\$0.00	\$0.00	0.0	\$0.00	46.8	\$5,148.00
Thomas Matthew Collins	\$110.00	128.7	\$14,157.00	\$110.00	127.1	\$13,981.00	\$110.00	113.6	\$12,496.00	\$110.00	14.9	\$1,639.00	384.3	\$42,273.00
Vicki L. Curfman	\$105.00	13.2	\$1,386.00	\$105.00	7.1	\$745.50	\$105.00	1.9	\$199.50	\$105.00	0.0	\$0.00	22.2	\$2,331.00
Mary Jo Albright														
Total:		512.9	\$109,016.00		480.0	\$113,130.50		318.6	\$64,027.00		152.8	\$40,704.50	1464.3	\$326,378.00

Re: Employee Matters**Our File No. 2035688-0009****For Services Rendered Through Aug 31, 2003**

08/01/03	RWC	Monitor status of labor concessions and pension termination and telephone calls related to same	.80
08/01/03	RGS	Telephone conference with R. Crouch regarding pension termination motion and 1114	.30
08/01/03	GJS	Telephone conference with D. Wanlass regarding PBGC termination; work on motion for distressed termination	6.70
08/04/03	RWC	Review and revise motion to for distress termination of pension plans and confer with K. Batik regarding same (.9); revise 1114 motion (5.3); confer with V. Curfman regarding needed documentation (.3); assemble "to-do" list for evidentiary hearings (.5)	7.00
08/04/03	DIS	Telephone conference with R. McDonald regarding retiree issues	.20
08/04/03	DIS	Conference with R. Crouch and telephone conference with K. Batik regarding pension termination and retiree issues (.3); telephone conference with A. Qualls regarding salaried plans (.2); gather background information for R. Crouch (.2); telephone conference with R. Sable regarding OPEB reductions (.2)	.90
08/04/03	DAA	Conference with K. Batik regarding distress termination motion	.50
08/04/03	DAA	Conference with V. Curfman regarding SMC retiree plans	1.20
08/04/03	K B	Revise motion for distress termination of pension plans	4.80
08/04/03	JEV	Research case law on retiree claims for modified pension plans under section 1114	.90
08/04/03	JEV	Calculate annual and total present value of proposed retiree plan modifications and discussion with D. Swan to review	.50

08/04/03 JEV	Case law research on sections 1129 and 502 issues relating to retiree claims to modifications made under section 1114	1.60
08/04/03 JEV	Conference with D. Swan regarding section 1114 research and issues; follow-up research on legislative history cited in case law	.50
08/04/03 VLC	Conference with R. Crouch regarding 1114 motion and pension plans (.4); phone conference with R. Crouch and E. Archic (.2); review term sheet regarding salaried retirees (.3); review and update list of meeting dates with salaried retirees and documents exchanged with salaried retirees (5.2)	6.10
08/05/03 RWC	Telephone conference with R. Sable regarding status and strategy for 1114 motion and pension termination (.3) Telephone conference with D. Wanlass regarding facts related to section 1114 motion and prepare and revise memorandum from telephone conversation (1.2) Revise 1114 motion (1.0) Review D. Swan's comments to pension termination motion (.4) Follow-up inquiries regarding copies and identity of all existing pension plans (.3) Confer with V. Curfman and review assembled exhibits for pension and 1114 motions (.5) Review materials received from Rhoades law firm (.5)	4.20
08/05/03 RGS	Telephone conference with R. Crouch (.3); telephone conference with D. Wanlass (.2) regarding 1114 issues	.50
08/05/03 RGS	Respond to B. Dropkin regarding employee issues	.20
08/05/03 DIS	Review and revise pension termination motion; return to K. Batik	1.80
08/05/03 DIS	Telephone conference with K. Batik and gather information for pension termination motion	.20
08/05/03 K B	Revise motion to terminate pension plans	1.90
08/05/03 JEV	Revise present value calculation for medical and life payments through year 2052as of 10/1/03 using mid--year convention methodology for years 2004-2052	.80

08/05/03	JEV	Conferences with D. Swan regarding present value assumptions and calculations	.20
08/05/03	JEV	Revise present value calculation worksheet and draft e-mail explaining methodology of same to D. Wanlass and B. Shaw	.40
08/05/03	VLC	Conference with R. Crouch regarding pension agreements (.2); review, analyze and index pension agreements per R. Crouch regarding 1114 motion (5.7); create list of salaried retiree pension plans per R. Crouch (.2); conference with D. Austin regarding pension plans and benefit plans (.5)	6.60
08/05/03	HRH	Office conference with V. Curfman regarding pension plan of salaried retirees	.20
08/06/03	RWC	Conference with R. Sable regarding status of 1114 and pension termination motions and preparedness (.3) Review and revise drafts and circulate to R. Sable for comment (.6)	.90
08/06/03	RGS	Telephone conference with J. O'Leary (.2); telephone conference with P. Hayden (.2); telephone conference with D. Wanlass (.2); telephone conference with R. Dropkin regarding pension and employees (.3)	.90
08/06/03	RGS	Participate in conference call with J. Van Essche, D. Kerrigan, J. O'Leary and D. Wanlass regarding PBGC issues (.9); telephone conference with R. Dropkin (.3); telephone conference with P. Hayden (.2); telephone conference with L. Thompson regarding executive employment issues (.2)	1.60
08/06/03	RGS	Review final disclosure statement and discuss changes with P. Hayden and D. Swan (1.5); telephone conference with J. O'Leary (.2); telephone conference with P. Hayden regarding PBGC issues (.2)	1.90
08/06/03	RGS	Telephone conference with B. Rosenberg regarding PBGC issues	.20
08/06/03	DIS	Review pension termination issues and discuss with K. Batik	.30
08/06/03	DAA	Research pension underfunding at Princeton & Dunkirk	.50

08/06/03	K B	Revise motion for distress termination	.40
08/06/03	JEV	E-mail correspondence regarding D. Wanlass' comments on present value analysis (.1); conference with D. Swan regarding same (.2)	.30
08/06/03	JEV	Perform several calculations of the yearly and total present value of retiree obligations under various assumptions of timing of payments and discount rates (1.3); multiple conferences with D. Swan regarding same (.3)	1.60
08/07/03	RWC	Review e-mail regarding status, updates and issues on pension termination and retiree OPEB	.20
08/07/03	RWC	Conference call with client related to procedures and timing for filing of labor related motions	.50
08/07/03	RGS	Telephone conference with J. O'Leary, R. Crouch and D. Swan regarding 1114 issues	.80
08/07/03	RGS	Telephone conference with D. Wanlass and R. Crouch regarding 1114 issues and proposal (.5); review R. Dropkin's letter on pension plan and OPEB (.3)	.80
08/07/03	RGS	Review notice and other statutory responses for 1114	.50
08/07/03	DIS	Conference call with R. Sable, R. Crouch and J. O'Leary regarding labor and pension issues	.60
08/07/03	K B	Research notice in section 1114 and distress termination context	1.70
08/08/03	RWC	Confer with R. Sable and G. Stubenhofer and research related to time computation for periods less ten or eight days (.8); telephone conference with the Rhoades law firm regarding various issues related to pension termination motion (.3); follow-up regarding inquiries related to pension termination motion and coordinate filing of motion with NOIT (.4); review comments from R. Sable, revise 1114 motion and circulate to client for comments (1.9); review e-mail regarding VEBA administrators (.1)	3.50

08/08/03	RGS	Telephone conference with R. Dropkin regarding pension changes issues (.3); conference call with D. Wanlass, R. Dropkin, E. Wodarczyk and A. Qualls regarding pension plan issues (1.1)	1.40
08/08/03	RGS	Conference with R. Crouch (.2); telephone conference with D. Wanlass regarding 1114 preparation, scheduling and counter proposal (.4); telephone conference with C. Jones (.1); telephone conference with J. Bailes (.2); telephone conference with G. Schaaf regarding scheduling (.2)	1.10
08/08/03	RGS	Telephone conference with D. Wanlass (.2); telephone conference with P. Hayden and D. Swan regarding USWA vote results (.2)	.40
08/08/03	DIS	Telephone conference with P. Hayden and R. Sable regarding USWA vote	.20
08/08/03	GJS	Analyze timing issues with respect to section 1114 motion	.40
08/08/03	VLC	Review, analyze and index recent correspondence and agreements per R. Crouch regarding 1113 and 1114 motions	4.40
08/09/03	RGS	Respond to T. Grant John's e-mail regarding 1114 hearing	.20
08/09/03	RGS	Telephone conference with J. O'Leary regarding labor and pension issues (.3); participate in conference call with D. Wanlass, J. Hensler, J. O'Leary and A. Qualls regarding USWA and pension (.4)	.70
08/11/03	RWC	Confer with R. Sable regarding USWA vote, strategy and timing (.4); meeting with G. Stubenhofer, K. Batik and V. Curfman to revise section 1113, 1114 and pension termination motions (2.3); meeting with K. Batik regarding additional issues related to 1113 motion (.3); telephone conference with E. Wodarczyk and J. Sullivan regarding various pension issues (.3); review and revise draft motions (1.6); discuss and consider service issues (.4)	5.30
08/11/03	RGS	Respond to F. Perillo's e-mail (.2); telephone conference with C. Jones regarding update (.3)	.50

08/11/03 RGS	Telephone conference with R. Crouch and D. Swan (.3); telephone conference with F. Perillo (.2); conference with D. Wanlass regarding IAM (.2)	.70
08/11/03 DIS	Conference with R. Sable regarding recent labor developments	.20
08/11/03 DIS	Conference with R. Crouch (.2) and K. Batik (.3) regarding 1114 and pension termination issues	.50
08/11/03 DIS	Telephone conference with A. Qualls regarding pension issues	.20
08/11/03 DIS	Telephone conference with B. Howley regarding pension valuation issue	.20
08/11/03 GJS	Review and revise section 1114 motion and motion to terminate pension plans; work on section 1113 motion	5.40
08/11/03 DAA	Conference with K. Batik regarding 1114 motion questions	.30
08/11/03 DAA	Conference with V. Curfman regarding pension plans	.20
08/11/03 K B	Conference with R. Crouch and G. Stubenhofer regarding section 1114 motion and distress termination motion; telephone call to D. Austin regarding updated finance limit numbers	2.80
08/11/03 VLC	Conferences with R. Crouch, G. Stubenhofer and K. Batik regarding 1113 and 1114 motions (2.0); conference with R. Crouch regarding service of pensioners (.2); review correspondence regarding Huntington vote (.1); review documents per R. Crouch regarding steelworkers (4.1)	6.40
08/12/03 RWC	Prepare and participate in professionals conference call regarding timing and strategy for 1113, 1114 and pension motions and notices (.8); review and finalize pension termination motion (.9); further research and discussion regarding requirements for service and logistics of service of 1114 motion (.5); review e-mail from local counsel and telephone conference with local counsel regarding issues of service, filing and timing of various labor	4.20

related motions (.5); discussion regarding actuarial assumptions to use for unfunded pension liability and confer with B. Howley and R. Sable (.3); inquiries and factual investigation to determine pension applicable to IAM technicians (.3); e-mail regarding effect of tax carry back (.1); continue work regarding preparation of 1113 and 114 motions (.8)

08/12/03 RGS Telephone conference with R. Crouch and G. Schaaf regarding notice issue (.3); correspondence with B. Howley regarding pension calculation (.4) .70

08/12/03 DIS Conference call with management and professionals regarding labor issues and follow-up discussions 1.50

08/12/03 DIS Telephone conference with B. Howley regarding pension valuations; e-mail correspondence to and from B. Howley; conference with K. Batik regarding pension issues .40

08/12/03 SBB Voicemail from L. Rifken regarding distress termination matters .20

08/12/03 K B Telephone call to Rhoades law firm regarding details of replacement pensions; telephone call to J. Gillespie regarding updated loan numbers; draft motion to determine extent of service; revise pension termination motion 3.40

08/13/03 RWC Finalize pension termination motion and circulate for comment (.6); discuss Rhoades law firm's comments regarding pension termination motion with Rhoades law firm and with R. Sable (.5) 1.10

08/13/03 RGS Revise letter to Local 40 (.5); telephone conference with C. Jones and J. Bailes regarding 1114 issues (.2); further revisions to letter, review D. Wanlass' changes and finalize in conference call with D. Wanlass and J. O'Leary (1.5) 2.20

08/13/03 DIS Edits to union letter and conference with R. Sable regarding union matters .20

08/13/03 DIS Conference with D. Austin and conference with R. Sable regarding KERP and claim issues .20

08/13/03	GJS	Work on section 1113 motion	1.60
08/13/03	DAA	Assist D. Swan with KERP issues	.30
08/13/03	K B	Telephone call from J. Silverman regarding modifications to distress termination motion; revise motion with J. Silverman's comments	1.10
08/13/03	MJA	Begin indexing all recent correspondence, memorandums and reports into summation database and chronological order for incorporation into existing files	7.00
08/14/03	RWC	Telephone call with A. Qualls regarding NOIT and related issues (.2); participate in conference call regarding pension termination logistics, timing and legal requirements (1.5); review e-mail related to meetings with PBGC, rumors of potential renewed sale interest and overall status (.2); review and comment on proposed stipulation regarding 1114 motion (.2); review e-mails regarding IAM ratification (.2); continue work on labor motions and clarification of language for VEBA (.4); review B. Howley's calculations regarding unfunded liabilities on pension, circulate and incorporate into pension motion (.4); discussions regarding timing of pension termination motion and impact on USWA negotiations (.4); review documents related to health care changed pension notices and related received from client (.5)	4.00
08/14/03	RGS	Telephone conference with R. Dropkin regarding union negotiations	.20
08/14/03	RGS	Conference with R. Crouch (.2); telephone conference with J. O'Leary regarding motions and labor negotiations (.1)	.30
08/14/03	RGS	Respond to R. Crouch regarding pending motions (.2); review bank's information on funding (.2); e-mails with B. Rosenberg, D. Wanlass and J. O'Leary regarding PBGC (.3)	.70
08/14/03	RGS	Telephone conference with D. Wanlass regarding retiree issues (.2); review salaried retiree stipulation and respond to P. Hayden (.2)	.40

08/14/03 DIS	E-mail correspondence from B. Howley regarding pension values (.1); forward (.1); conference with R. Crouch (.1)	.30
08/14/03 GJS	Gather information for section 1113 motion and work on same	3.40
08/14/03 K B	Update motion for distress termination with new unfunded liability numbers; add section regarding IAM vote	.60
08/14/03 VLC	Prepare documents and exhibits for filing 1113 and 1114 motions per R. Crouch	6.00
08/15/03 RWC	Finalize 1114 motion (1.0); review and comment on USWA 1113 motion (1.2); telephone conference with J. O'Leary regarding 1113 motion (.2); confer with R. Sable regarding status (.2); review finalized pension termination motion (.6); assist with exhibits for motions (.3); review e-mail regarding filing and scheduling from local counsel (.1); review e-mail to salaried retirees regarding requested information (.1)	3.70
08/15/03 RGS	Telephone conference with J. O'Leary, D. Wanlass and R. Dropkin regarding USWA and IAM	.50
08/15/03 DIS	Telephone calls with R. McDonald regarding Princeton union vote and discuss with R. Sable	.50
08/15/03 DIS	Review pension termination motion and e-mail to K. Batik	.30
08/15/03 GJS	Work on section 1114 motion, section 1113 motion and pension termination motion; assemble supporting documents regarding same	3.80
08/15/03 K B	Revise distress termination motion	.40
08/15/03 VLC	Preparation of documents in support of 1113 motion per R. Crouch and prepare 1113 motion per R. Crouch (4.6); phone conference with R. Crouch and A. Qualls regarding service of retirees (.2); conference with G. Stubenhofer regarding 1113 motion preparation (.4); phone conference with G. Stubenhofer and D. Wanlass regarding information provided to the USWA (.2); phone conference with G. Stubenhofer and J. Hensler regarding information provided to	5.80

the USWA and recent proposals and agreements (.2); phone conference with G. Stubenhofer and J. O'Leary regarding dates of meetings with USWA (.2)

08/15/03 HRH Transmit stipulated order extending time to file 1114 motion to P. Hayden, D. Wanlass and J. O'Leary upon attorney's request .20

08/16/03 RGS Review and respond to F. Perillo e-mail regarding IAM; conference with D. Swan regarding status of Princeton .50

08/16/03 RGS Telephone conference with P. Hayden regarding planning and labor issues .30

08/16/03 DIS Telephone conference with R. McDonald regarding Princeton union issues .20

08/17/03 RWC Telephone calls with R. Sable and G. Stubenhofer regarding status of union negotiations and preparation of motions (.4); circulate draft motions for comments and consideration to service issues (.2) .60

08/17/03 RGS Telephone conference with J. O'Leary (.3); respond to F. Perillo e-mail (.3); e-mail to R. Crouch regarding 1113 and 1114 motions (.4); telephone conference with D. Wanlass regarding schedules and meeting on labor issues (.2); review 1113 and 1114 motions (.8) 2.00

08/18/03 RWC Review and revise 1113 motion regarding USWA Local 40 (4.4) 4.40

08/18/03 RGS Conference with D. Wanlass and J. Hensler regarding union issues (2.5); review and revise 1113, 1114 and pension termination motions (3.0); conference with G. Stubenhofer regarding changes (.5); conference with K. Batik regarding changes (.5); telephone conference with B. Rosenberg regarding labor status (.2); telephone conference with B. Rosenberg regarding PBGC meeting (.2); letter to B. Rosenberg regarding PBGC matters (.2); telephone conference with G. Schaaf regarding scheduling (.3); further revisions to pleadings (1.7) 9.10

08/18/03	RGS	Conference with R. Crouch and J. Scozio regarding final changes to 1113 motion including exhibits	1.50
08/18/03	DIS	Telephone conference with R. McDonald regarding union issues	.20
08/18/03	DIS	Conference with K. Batik regarding pension termination issue (.1); confer with B. Shaw (.1)	.20
08/18/03	DIS	Review 1113 motion and conferences with K. Batik regarding notice and service issues (1.1); conference with R. Sable and telephone conference with G. Schaaf regarding service and scheduling issues (.4)	1.50
08/18/03	GJS	Work on section 1113 motion and file same; work on section 1114 motion; work on pension termination	13.00
08/18/03	DAA	Research amounts of OPEB liability for Huntington	1.50
08/18/03	K B	Finalize distress termination motion; determine extent of service for termination motion; section 1113 and section 1114 motions; research need for section 1114 motion to retirees who agreed to modifications	5.80
08/18/03	VLC	Conferences with R. Crouch and G. Stubenhofer regarding preparation of 1113 and 1114 motions (.6); prepare 1113 exhibits and appendix (7.9); prepare for filing 1113 motion per R. Crouch (5.1); conferences with R. Sable, R. Crouch and D. Wanlass regarding 1113 motion (.4)	14.00
08/18/03	TMC	Assist with editing, prepare, scan, upload and e-file 1113 motion with Bankruptcy Court	3.40
08/18/03	MJA	Run summation database search for union agreements and other documents to be used as motion exhibits	.80
08/19/03	RWC	Revise pension termination motion, solicit and review comments from client, R. Sable and J. O'Leary and prepare for filing and service (1.0); revise section 1114 motion, solicit and review comments from client, R. Sable and J.	5.90

O'Leary and prepare for filing and service (3.6); two telephone conferences with J. Silverman to coordinate notice to PBGC (.2); telephone conference with A. Qualls to coordinate service on retirees (.1); internal distribution of section 1113 motion filed preceding day (.2); prepare for evidentiary presentation and eventual hearing on labor related motions (.8)

08/19/03 RGS Telephone conference with D. Wanlass (.2); .70
telephone conference with J. O'Leary (.3);
telephone conference with B. Rosenberg
regarding meeting with PBGC (.2)

08/19/03 RGS Review and revise 1114 motion (1.3); discuss 2.50
changes with R. Crouch (.6); letter to C. Jones
regarding status of filing (.2); telephone
conference with J. O'Leary regarding pension
termination motion (.2); discuss several issues
with R. Crouch (.2)

08/19/03 DIS Assist in coordination of filing 1114 motion .20
and pension termination motion

08/19/03 GJS Work on section 1114 motion and pension 5.20
termination motion

08/19/03 VLC Prepare and service of 1114 and pension 12.00
termination motions per R. Crouch (4.8);
conferences with R. Crouch, K. Batik and G.
Stubenhofer regarding 1114 and pension
termination motions (.6); service of 1113
motion per R. Sable (.7); prepare exhibits and
appendix for 1114 motion per R. Crouch (5.9)

08/19/03 TMC E-file certificate of service for 1113 motion .40

08/19/03 TMC Assist with editing and prepare, scan, upload 3.40
and e-file 1114 motion and pension termination
motion with Bankruptcy Court

08/20/03 RWC Telephone calls related to service issues .20
regarding 1114 and pension termination motions

08/20/03 DIS Telephone conference with D. Wanlass regarding .50
retiree service issue; confer with G.
Stubenhofer; telephone conference with A.
Qualls

08/20/03	GJS	Conferences regarding service of section 1114 motion (.3); begin trial preparation for section 1113 and section 1114 hearings (1.0)	1.30
08/20/03	VLC	Service of 1114 and pension termination motions per R. Crouch (2.8); conference with D. Swan regarding PBGC information (.3); prepare documents for service of motions (2.2); various conference with company officials regarding 1114 and pension termination motions (2.3)	7.60
08/21/03	RWC	Conference with R. Sable regarding status and strategy (.2); follow-up regarding pension plan documents and replacement plan documents (.2); follow-up and confirm service of motions, service on PBGC and internal distribution (.4); assemble witness list and begin coordination of testimony for hearings (.3); review chronology of negotiations and additional work to prepare for hearings (.6)	1.70
08/21/03	RGS	Conference with R. Crouch regarding preparation for 1113 and 1114 motions	.30
08/21/03	RGS	Telephone conference with J. O'Leary regarding PBGC meeting (.2); telephone conference with D. Wanlass regarding PBGC meeting (.2)	.40
08/21/03	VLC	Prepare for hearings per R. Crouch	3.20
08/22/03	RWC	Coordinate preparation for 1113, 1114 and pension termination hearings	.50
08/22/03	RGS	Telephone conference with G. Stubenhofer and review outline for hearing (.5); telephone conference with R. Dropkin regarding labor and pension issues (.3)	.80
08/22/03	RGS	Telephone conference with G. Stubenhofer regarding predation for hearing	.20
08/22/03	RGS	Telephone conference with B. Rosenberg regarding PBGC and USWA	.20
08/22/03	RGS	Review materials from PBGC	.30
08/22/03	GJS	Prepare for section 1113 and section 1114 hearings; e-mails regarding same; receipt and review of PBGC interrogatories and requests for production of documents; review rules regarding same	3.60

08/22/03	VLC	Prepare for hearings per R. Crouch	3.50
08/23/03	RWC	Telephone conference with R. Sable regarding status and hearing preparation (.2); review draft outline for hearing presentation prepared by G. Stubenhofer and accompanying e-mail (.2); review discovery served by PBGC (.3)	.70
08/23/03	RGS	Telephone conference with R. Crouch regarding trial preparation	.30
08/24/03	RWC	Telephone calls coordinating preparation for labor hearings and response to PBGC discovery	.40
08/25/03	RWC	Office conference with G. Stubenhofer, K. Batik and V. Curfman regarding strategy for labor and pension hearings and PBGC discovery (1.3); conference with R. Sable regarding update on status and hearing preparation (.3); continue to develop outline for hearing testimony and evidence (1.6); telephone conferences regarding obtaining witness attendance at hearings (.4); conversations regarding response dates for USWA and salaried retirees (.2); prepare for meeting and preparation of testimony by D. Wanlass including assembly of potential exhibits(2.0); telephone conferences and e-mail with D. Wanlass and R. Sable regarding strategy, preparation for 1114 hearing and regarding USWA Local 40 vote and 1113 preparation (.9)	6.70
08/25/03	RGS	Telephone conference with D. Wanlass (.3); conference with R. Crouch (.4); conference with R. Crouch, G. Stubenhofer and K. Batik regarding preparation for 1113 and 1114 hearing (.6)	1.30
08/25/03	RGS	Telephone conference with C. Jones regarding status of 1114 and related issues	.30
08/25/03	RGS	Telephone conference with D. Wanlass (.3); respond to D. Wanlass and R. Crouch's e-mails regarding USWA vote (.4)	.70
08/25/03	RGS	Additional discussions and preparation with D. Wanlass and R. Crouch regarding preparation for 1113 and 1114 hearing (.8); respond to S. Siegel regarding labor and related issues (.3)	1.10

08/25/03 GJS	Prepare for section 1113 and section 1114 hearings; telephone conference with D. Jury regarding same	1.70
08/25/03 K B	Conference with R. Crouch and R. Sable regarding hearing preparation and document request from PBGC	1.80
08/25/03 VLC	Prepare for hearings per R. Crouch	9.20
08/25/03 MJA	Review all matter #9 files, indexed and non-indexed for specific documents requested; continue with summation index and chronological order of non-indexed documents	5.00
08/26/03 RWC	Conference call with client and professionals regarding USWA vote and preparation for 1113 hearing (1.2); review 1113 motion regarding and investigate additional modifications to agreement post-settlement agreement (.5); telephone conferences regarding prospective witnesses for 1113 hearing (.4); travel to Huntington (4.8 hours billed at 50%) (2.4); prepare D. Wanlass' testimony and assemble exhibits for use in hearing (2.9); participate in conference calls with professionals regarding strategy for labor hearings and possible additional settlement negotiations, and participate in conference calls with USWA regarding same (1.6); return travel to Pittsburgh and work on D. Wanlass' testimony outline en route (4.6 hours billed at 50%) (2.3); meeting with G. Stubenhofer at airport regarding exhibits and results of meeting and conference calls (.9)	12.20
08/26/03 RGS	Prepare for and participate in conference call regarding USWA (1.1); conference with R. Crouch and D. Jury regarding USWA issues (.4); telephone conference with D. Wanlass regarding USWA and further action (.3)	1.80
08/26/03 RGS	Review e-mail and discuss with R. Dropkin (.4); review various documents on subsequent labor agreement from J. Hensler (.4); telephone conference with D. Wanlass and R. Crouch regarding USWA call (.2)	1.00

08/26/03 RGS	Telephone conference with M. Richards (.3); telephone conference with C. Jones (.2); telephone conference with B. Rosenberg (.2); telephone conference with D. Klock regarding labor update and hearing preparation (.2)	.90
08/26/03 RGS	Conference call with USWA (1.0); conference call with J. O'Leary, D. Wanlass and R. Crouch regarding strategy (.8); telephone conference with D. Wanlass and USWA (.8); further discussions with R. Crouch and C. Jones (.4)	3.00
08/26/03 DIS	Conference call with management regarding labor issues and review related e-mails	1.20
08/26/03 DIS	Conference with K. Batik regarding pension issues and PBGC discovery	.20
08/26/03 DIS	Telephone conference with R. McDonald regarding union issues	.50
08/26/03 DIS	Telephone conference with B. Sweeney regarding union issues	.20
08/26/03 GJS	Conferences regarding section 1113 motion and strategy; analyze additional documents produced by client	1.50
08/26/03 K B	Telephone calls to J. Gillespie, A. Qualls, J. Silverman, K. McKeon, D. Klock and R. Dropkin regarding PBGC document requests (1.4); e-mail J. Gillespie and A. Qualls copies of the PBGC document requests (.3); review McGuireWoods files for responsive documents (.5); prepare stipulation for section 1113 motion hearing (2.9)	5.10
08/26/03 VLC	Prepare for hearings per R. Crouch (6.8); various meetings regarding hearing preparation (1.3); various conferences with company officials regarding hearing preparation (.7)	8.80
08/27/03 RWC	Telephone conference with R. Sable regarding preparation and strategy for labor hearings (.5); telephone conference with G. Stubenhofer regarding witness preparation and related issues for labor hearings (.2)	.70

08/27/03 RGS	Conference with R. Crouch (.3); telephone conference with B. Rosenberg (.2); telephone conference with D. Wanlass regarding open issues and hearing (.3); conference with G. Stubenhofer (.7); telephone conference with S. Siegel (.3)	1.80
08/27/03 RGS	Telephone conference with C. Jones (.2); telephone conference with D. Wanlass regarding testimony (.2); conference with G. Stubenhofer (.3); telephone conference with G. Schaaf regarding scheduling pretrial (.2)	.90
08/27/03 LJA	Telephone call from P. Hayden regarding status of plan and registration rights agreement	.30
08/27/03 DIS	Conference with K. Batik regarding PBGC discovery	.20
08/27/03 GJS	Work on proposed stipulation for section 1113 hearing (2.1); conference call with Special Metals personnel regarding response to PBGC discovery (1.7); prepare for hearing (2.5)	6.30
08/27/03 A M	Meeting with G. Stubenhofer regarding research assignment (.2); review 1113 and 1114 motions (.8); legal research regarding section 1113 of bankruptcy code (1.6); test for rejecting collective bargaining agreement (1.8); modify pension benefits (2.5)	6.90
08/27/03 K B	Telephone calls to N. Rimmer and E. Wodarczyk (1.1); conference call with D. Wanlass and J. Gillespie regarding PBGC's requests (1.7); telephone calls to R. Dropkin and R. McDonald (1.3)	4.10
08/27/03 VLC	Prepare for hearings per R. Crouch (6.2); phone conference with various company officials, G. Stubenhofer and K. Batik regarding PBGC discovery requests (1.2)	7.40
08/27/03 VLC	Phone conference with K. Wilson regarding conference room and documents for hearing	.20
08/27/03 HRH	Obtain KERP as per attorney's request	.20
08/28/03 RWC	Telephone conference with S. Siegel regarding witness attendance and preparation for Credit Lyonnais (.7); review and revise proposed stipulation (.5); voicemail for D. Wanlass regarding status (.1); telephone conference	8.60

with A. Qualls and review itemization of salaried concessions (.4); multiple telephone calls with R. Sable regarding hearing preparation, witnesses and strategy (.6); meeting with G. Stubenhofer, K. Batik and V. Curfman to coordinate hearing preparation and response to PBGC discovery (1.0); review, circulate and contact various internal professionals and client regarding PBGC response to motion for distress termination (1.2); telephone conferences with D. Klock regarding witness and document preparation for W. Shaw and Rothschild and review documents from D. Klock for use at hearings (.5); voicemail from M. Miller regarding Congress Financial' testimony and follow-up (.2); review additional documents for exhibits and blow-ups for use at hearing (.4); continue work on witness and hearing preparation (1.8); coordinate preparation of brief in support of motions (.2); telephone call with local counsel regarding status hearing and other issues related to preparation (.2); review briefs forwarded by local counsel and filed by USWA in other cases on related issues (.5); review commitment letter from Congress Financial and confer with D. Swan regarding other plan and financial documents for use as exhibits (.3)

08/28/03	RGS	Telephone conference with R. Crouch, G. Stubenhofer and K. Batik regarding trial preparation witnesses (.5); review /revise memorandum from K. Batik (.4)	.90
08/28/03	RGS	Review information and e-mails regarding trial on 1114 and C. Jones request	.40
08/28/03	DIS	Telephone conference with M. Miller of Otterburg regarding labor issues	.10
08/28/03	DIS	Telephone conference with R. Crouch regarding labor issues; telephone conference with M. Miller for commitment letter; review plan and disclosure statement for labor provisions	.40
08/28/03	GJS	Meetings and preparation for section 1113 and section 1114 hearings	8.50

08/28/03 A M	Additional legal research regarding test for rejecting collective bargaining agreement and modifying changes to pension plan; prepare Brief in Support of section 1113 Motion and section 1114 Motion	9.60
08/28/03 K B	Telephone calls with R. Dropkin, R. McDonald, J. McClendon, F. Schwizer and Buck Consulting	6.30
08/28/03 VLC	Preparation for hearings per R. Crouch; various meetings regarding hearing preparation	10.10
08/29/03 RWC	Multiple telephone conversations with D. Jury regarding hearing preparation, stipulations and related procedural matters (.6); multiple telephone conversations with R. Sable regarding status, witness preparation and strategy (.9); multiple telephone conferences with D. Klock regarding documents and witnesses for hearings (.5); review, revise and negotiate stipulations (1.3); telephone conference with J. O'Leary regarding hearings, status and information needed for stipulations (.2); review additional documents received for potential use as exhibits at hearings (.3); multiple e-mails with D. Wanlass regarding status, strategy and preparation (.5); telephone conference with D. Jury regarding subpoena of T. Dean (.3); telephone conference with counsel to Congress Financial regarding hearing, status and potential testimony (.5); review and preparation exhibits (.8); review response to 1114 motion (.3); review exhibit regarding salaried retiree concessions, telephone conference with A. Qualls regarding same and discussion of strategy with G. Stubenhofer regarding same (.6); telephone conference and e-mail with G. Schaaf regarding status conference, logistics, strategy and time available for hearing (.4); review information concerning lay-offs, union attendance at hearing and related matters (.3); follow-up regarding PBGC discovery response and status (.2); continue preparation for evidentiary hearing (1.7)	9.40

08/29/03 RGS	Telephone conference with L. Thompson (.3); review e-mails (.8); telephone conference with R. Crouch (.3); telephone conference with C. Jones (.3); telephone conference with R. Dropkin (.4); telephone conference with OSHR (.4)	2.50
08/29/03 DIS	Conference with G. Stubenhofer regarding labor issues	.20
08/29/03 GJS	Work on stipulations for section 1113 and section 1114 hearings (2.3); prepare testimony for hearings (2.4); coordinate witness issues (2.1)	6.80
08/29/03 A M	Review briefs in support of 1113 and 1114 motions	1.30
08/29/03 A M	Legal research regarding union's right to propose non-economic changes to collective bargaining agreement	2.30
08/29/03 K B	Review documents and e-mails for PBGC discovery requests	9.00
08/29/03 VLC	Prepare motion binders per R. Crouch (7.8); phone conferences with R. Crouch and D. Wanlass regarding hearing preparation (.3); various meetings with R. Crouch and G. Stubenhofer regarding hearing preparation (1.8)	9.90
08/29/03 MJA	Review files and database for document requested by V. Curfman; respond to request and forward information requested	.40
08/30/03 RWC	Prepare outline of testimony for D. Wanlass and e-mail for comment (1.4); review research and case law regarding union introduction of non-economic issues (.4); e-mail regarding status and strategy to R. Sable (.2); review and prepare exhibits (.5); review, comment on and negotiate stipulations (.6); confer with V. Curfman regarding to assemble hearing notebook and assemble exhibits (.4); additional preparation for hearing (.9)	4.40
08/30/03 RGS	Review e-mails from D. Wanlass, D. Jury and R. Crouch (.7); respond to R. Crouch's e-mail (.3)	1.00

08/30/03	GJS	Work on and revise stipulations for section 1113 and section 1114 hearings (2.3); e-mails and correspondence with opposing counsel (.7); prepare for cross examination of union and salaried retirees witnesses (2.7)	5.70
08/30/03	A M	Final revisions to section 1113 and 1114 briefs	.90
08/30/03	K B	Review documents and e-mails for PBGC discovery requests	9.00
08/30/03	VLC	Prepare exhibits and witness notebooks per R. Crouch (6.6); various conferences with R. Crouch and G. Stubenhofer regarding hearing preparation (.3); review various e-mails regarding hearing preparation (.3); conference with K. Batik regarding document review for PBGC production (.3)	7.50
08/30/03	TMC	Travel to Huntington, WV plant (6.6 hours billed at 50%)	3.30
08/30/03	TMC	Review documents related to PBGC's request	9.20
08/31/03	RWC	Telephone conference and exchange e-mail with D. Wanlass regarding various matters pertaining to upcoming hearings (.3); review and revise draft briefs (1.6)	1.90
08/31/03	K B	Review documents and e-mails for PBGC discovery requests	8.00
08/31/03	TMC	Review documents related to PBGC's request	14.20

<u>Timekeeper</u>	<u>Rate/HR</u>	<u>Hours</u>	<u>Fees</u>
Robert G. Sable	\$410.00	54.4	\$22,304.00
Lucile J. Anutta	\$370.00	0.3	\$111.00
Ronald W. Crouch	\$300.00	93.7	\$28,110.00
Gerald J. Stubenhofer	\$240.00	74.9	\$17,976.00
David I. Swan	\$235.00	14.5	\$3,407.50
Daniel A. Austin	\$225.00	4.5	\$1,012.50
Sarah B. Boehm	\$210.00	0.2	\$42.00
Alyssa McCarthy	\$205.00	21.0	\$4,305.00
James E. Van Horn	\$170.00	6.8	\$1,156.00
Kevin Batik	\$170.00	66.2	\$11,254.00
Heather Rajoppi Hickman	\$110.00	0.6	\$66.00
Thomas Matthew Collins	\$110.00	33.9	\$3,729.00
Vicki L. Curfman	\$110.00	128.7	\$14,157.00
Mary Jo Albright	\$105.00	13.2	\$1,386.00

Special Metals Corporation

File Number: 2035688

Page 34

Invoice No. 90581165

September 16, 2003

TOTAL FEES	512.9	\$109,016.00
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TOTAL FOR MATTER 2035688-0009		\$109,016.00
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Re: Employee Matters**Our File No. 2035688-0009****For Services Rendered Through Sep 30, 2003**

09/01/03 RWC	Prepare and assemble materials for hearing (1.5); exchange e-mail with D. Klock and review e-mailed documents for use at hearing (.3); travel to Lexington, KY (5.0 hours billed at 50%) (2.5); prepare for hearing en route (2.7)	7.00
09/01/03 GJS	Prepare for cross examination of union witnesses during section 1113 and section 1114 hearing (1.2); travel to Lexington, Kentucky (5.0 hours billed at 50%) (2.5)	3.70
09/01/03 K B	Review documents and e-mails for PBGC's discovery request	8.00
09/01/03 VLC	Prepare for hearings on 1113 and 1114 motions including preparation of exhibits per R. Crouch (5.5); travel to Lexington, Kentucky (3.6 hours billed at 50%) (1.8)	7.30
09/01/03 TMC	Review documents in Huntington, WV for PBGC's document request	9.20
09/01/03 TMC	Travel from Huntington, WV to Pittsburgh, PA (7.4 hours billed at 50%)	3.70
09/02/03 RWC	Telephone conferences with R. Sable regarding status and hearing preparation (.5); prepare and participate in status conference (.8); review and revise briefs (1.6); review and revise stipulations (.8); prepare OPEB summary exhibit (.5); prepare direct examination and prepare W. Shaw and related exhibits for testimony (2.2); prepare direct examination and prepare J. van Essche for testimony (.7); review and finalize exhibit binders and index (.3); meeting with D. Wanlass to review exhibits and prepare testimony (.6); prepare opening and closing statements (.9); review and study case law and opposing party briefs and pleadings (1.8); additional preparation for hearing (1.8)	12.50

09/02/03 RGS	Telephone conference with R. Crouch (.2); telephone conference with R. Crouch, G. Schaaf and G. Stubenhofer (.2); telephone conference with C. Jones (.1); prepare for pretrial (.5); telephone conference with G. John regarding update (.5); participate in pretrial (.5)	2.00
09/02/03 RGS	Telephone conference with J. Bailes and C. Jones regarding salaried retiree issues	.30
09/02/03 RGS	Travel to Lexington, KY to attend hearing (4.6 hours billed at 50%)	2.30
09/02/03 RGS	Conference with R. Crouch and G. Stubenhofer regarding hearing preparation (.6); conference with D. Wanlass regarding hearing preparation (.5)	1.10
09/02/03 DIS	Review response of salaried retirees committee to 1114 motion	.20
09/02/03 DIS	Review response of USWA to 1113 motion	.30
09/02/03 GJS	Complete and file stipulations and finalize section 1113 and section 1114 briefs (6.0); meet with and prepare witnesses (2.0); prepare for hearing (3.0)	11.00
09/02/03 K B	Review e-mails for PBGC's request; draft written responses	6.40
09/02/03 MLW	Revise binders and summary	.80
09/02/03 VLC	Prepare for hearings on 1113 and 1114 motions, including preparation of exhibits per R. Crouch	14.50
09/03/03 RWC	Prepare and attend hearing (9.4); return travel to Pittsburgh, PA (4.2 hours billed at 50%) (2.1)	11.50
09/03/03 RGS	Prepare for and participate in hearing on 1113 and 1114 motions	9.00
09/03/03 RGS	Travel from Lexington, KY to Pittsburgh, PA for 1113 and 1114 hearings (5.6 hours billed at 50%)	2.80
09/03/03 DIS	Review PBGC's response to motion to approve pension termination	.30

09/03/03 DIS	Telephone conference with K. Batik regarding PBGC's response and status of discovery responses	.30
09/03/03 DIS	Telephone conference with R. Sable regarding results of 1113 and 1114 proceedings	.20
09/03/03 GJS	Final preparation for section 1113 and section 1114 hearing (1.5); attend and participate in section 1113 and section 1114 hearing (8.2); meetings and conferences with client (.7); return to Pittsburgh, PA (4.6 hours billed at 50%) (2.3)	12.70
09/03/03 K B	Review e-mails (.3); prepare boxes of responsive documents for shipment (3.3); return travel to Pittsburgh, PA (4.8 hours billed at 50%) (2.4)	6.00
09/03/03 VLC	Prepare for hearings on 1113 and 1114 motions, including preparation of exhibits per R. Crouch (4.4); hearing for 1113 and 1114 motions (7.5); travel from Lexington, KY (4.6 hours billed at 50%) (2.3)	14.20
09/03/03 MJA	Summation indexing of all old correspondence and recent correspondence and reports	4.50
09/04/03 RWC	Telephone conference with J. O'Leary regarding pension termination issues (.2); coordinate, supervise and revise response to discovery requests of PBGC (1.4); prepare and participate in telephone conference call with PBGC regarding discovery responses and request for continuance (.8); prepare and participate in second conference call with PBGC regarding request for continuance (.9); telephone conference with D. Wanlass and J. Gillespie regarding production of documents to PBGC (.3); multiple conferences and e-mail with J, Gillespie coordinating formal and informal responses to discovery requests of PBGC (.4); begin contacting witnesses and witness preparation (1.3); telephone conference with D. Sweitzer regarding miscellaneous claims (.1)	5.40
09/04/03 RGS	Telephone conference with R. Crouch regarding PBGC preparation	.50

09/04/03 RGS	Telephone conference with B. Dropkin (.3); telephone conference with D. Wanlass regarding labor USWA issue (.2)	.50
09/04/03 RGS	Conference with R. Crouch, G. Stubenhofer and K. Batik regarding PBGC's discovery and hearing issues (.5); conference call with PBGC (.5); telephone conference with G. Schaaf (.2); telephone conference with D. Wanlass regarding schedule (.2)	1.40
09/04/03 RGS	Telephone conference with G. Stubenhofer and PBGC regarding document production and scheduling (.3); telephone conference with K. Batik regarding document production (.2)	.50
09/04/03 RGS	Telephone conference with S. Birenbaum regarding hearing date	.20
09/04/03 GJS	Finalize and serve responses and objections to PBGC's discovery (1.5); telephone conferences with PBGC's counsel regarding pension termination hearing and discovery issues (.9); prepare for pension termination hearing (4.0)	6.40
09/04/03 DAA	Review pleadings received in the mail	.20
09/04/03 K B	Revise written responses to PBGC's discovery requests (1.8); conference call with PBGC regarding documents (.9); draft letter to PBGC regarding production (.6); research timing of hearing on distress termination motion (2.4)	5.70
09/04/03 VLC	Review, analyze and index exhibits and other documents from 1113 and 1114 hearings per R. Crouch (7.2); prepare for distress termination per R. Crouch, including reviewing PBGC documents (2.6)	9.80
09/05/03 RWC	Review motion for continuance (.2); revise draft response, circulate and receive comments, further revisions, arrange for filing and service (2.3); prepare and attend meeting with E. Wodarczyk regarding pension termination issues (1.4); review exhibits for use at hearing (.3); work related to clarifying replacement plans, collecting relevant exhibits and procuring testimony (.7); collect information and coordinate preparation of	7.20

exhibit on PBGC meetings (.2); coordinate conference call with court and circulate information (.3); review and analyze free cash flow spreadsheets from client (.6); begin preparation of distress termination binder (.4); continue coordination of discovery responses to PBGC (.3); coordinate preparation of orders on 1113 and 1114 motions (.3); discussion regarding status of labor negotiations with Local Union 40 (.2)

09/05/03	RGS	Review material regarding discovery hearing preparation	.30
09/05/03	RGS	Prepare for argument on PBGC's postponement	.30
09/05/03	RGS	Telephone conference with D. Wanlass regarding PBGC issues (.3); telephone conference with J. O'Leary regarding USWA and PBGC and prepare for USWA meeting (.8)	1.10
09/05/03	RGS	Telephone conference with D. Wanlass regarding USWA issues (.3); conference with R. Crouch (.2); telephone conference with G. Schaaf regarding PBGC hearing (.1); review research regarding hearing timing (.2)	.80
09/05/03	RGS	Travel to Huntington, WV for meeting with USWA (3.6 hours billed at 50%)	1.80
09/05/03	RGS	Negotiations with USWA in Huntington, WV	3.50
09/05/03	GJS	Telephone conferences with witnesses for pension termination hearing (2.3); conference regarding scheduling of hearing (1.8); work on stipulation for hearing (1.6)	5.70
09/05/03	K B	Meeting with V. Curfman regarding documents to be produced (.2); telephone call to R. Landy regarding CDs produced (.1); research cases regarding distress termination of pension for brief (1.5)	1.80
09/05/03	VLC	Various conferences with Special Metals management and other various parties regarding replacement plans (1.4); prepare for distress termination hearing per R. Crouch, including various conferences with R. Crouch and J. Stubenhofer (5.9)	7.30

09/05/03	HRH	Office conference with K. Batik regarding PGBC's request for documents and responses filed by all parties relating to debtor's motion to terminate pension plans (.2); office conferences with M. Albright regarding same (.3)	.50
09/06/03	RWC	Prepare for status conference; telephonic hearing regarding PBGC's motion to continue	.50
09/06/03	RGS	Negotiations with USWA in Huntington, WV	11.00
09/07/03	RGS	Negotiations with USWA in Huntington, WV	2.00
09/07/03	RGS	Travel time from Huntington, WV to Pittsburgh, PA (3.6 hours billed at 50%)	1.80
09/07/03	K B	Copy D. Wanlass files for PBGC's requests	.60
09/08/03	RWC	Prepare and participate in status conference and argument on PBGC's motion to continue (.7); prepare and direct meeting to coordinate preparation for pension termination hearing (1.1); follow-up regarding transcript of 1113 hearing and investigate possible use in pension termination hearing (.3); continue to coordinate collection of exhibits, as well as materials responsive to PBGC's requests (1.0); review documentation of replacement plans (1.6); communications with Credit Lyonnais' counsel regarding witness preparation and testimony for distress termination hearing (.4); review pension cost projections (.3); work related to negotiating stipulations with PBGC (.4); telephone call with E. Wodarczyk (.3)	6.10
09/08/03	RGS	Review and respond to e-mails regarding PBGC (.3); telephone conference with B. Dropkin regarding USWA hearing (.3)	.60
09/08/03	RGS	Review pleading for postponement motion hearing on teleconference with Judge Howard (1.4); telephone hearing with Judge Howard (.4); report of hearing to D. Wanlass and B. Dropkin (.5)	2.30

09/08/03 RGS	Telephone conference with B. Rosenberg regarding hearing and A. Sidrane appearance (.3); telephone conference with D. Wanlass (.4); telephone conference with A. Qualls (.3); conference with G. Stubenhofer regarding preparation (.5); conference with G. Stubenhofer and R. Crouch regarding hearing preparation (1.2)	2.70
09/08/03 RGS	Telephone conference with C. Jones (.2), telephone conference with C. Jones and J. Bailes (.3) and review proposed order on 1114 with G. Stubenhofer (.3) all regarding 1114 and plan	.80
09/08/03 DIS	Review PBGC's motion and telephone conference with K. Batik regarding court order	.20
09/08/03 GJS	Conference with witnesses for pension termination hearing (2.6); prepare for and participate in conference call with court regarding motion for extension (.7); prepare direct testimony for hearing (3.7); work on stipulation and other court papers for hearing (2.0)	9.00
09/08/03 K B	Draft brief in support of motion for distress termination (3.6); conference with R. Landy and G. Stubenhofer (.8)	4.40
09/08/03 VLC	Prepare for distress termination hearing per R. Crouch, including various conferences with R. Crouch, J. Stubenhofer and various other company officials (10.3); conference with R. Crouch and E. Wodarczyk regarding replacement plans and hearing preparation (1.2)	11.50
09/09/03 RWC	Review and comment on draft briefs for hearing (1.0); review replacement plan projections (.3); prepare and attend meeting with E. Wodarczyk relative to potential testimony and hearing preparation (1.4); assemble additional pension plan exhibits and continue to coordinate production to PBGC (.6); consult with G. Stubenhofer and review draft stipulations for hearing (.9); review draft outline of B. Howley's testimony (.3); additional preparation for hearing (1.2)	5.70

09/09/03 RGS	Telephone conference with D. Wanlass (.5); telephone conference with B. Rosenberg regarding PBGC issues (.4); conference with G. Stubenhofer and analyze Princeton and Dunkirk situation (1.3); review prior data and discuss with B. Howley (.5)	2.70
09/09/03 RGS	Conference with R. Crouch and G. Stubenhofer regarding PBGC and labor issues (.6); review and revise 1114 order (.2)	.80
09/09/03 DIS	Review USWA's objection to pension termination motion (.2); distribute internally and e-mail to D. Wanlass and J. O'Leary (.1)	.30
09/09/03 GJS	Analyze data regarding pension costs (5.0); coordinate witnesses and prepare for hearing (3.4)	8.40
09/09/03 K B	Draft stipulation for distress termination hearings (.8); revise brief in support of distress termination motion (1.5); research cases dealing with termination of multiple pensions (3.4)	5.70
09/09/03 VLC	Prepare for distress termination hearing per R. Crouch, including various conferences with R. Crouch, J. Stubenhofer and various other company officials and preparation of witness binders (7.0); travel to Lexington, KY (4.4 hours billed at 50%) (2.2)	9.20
09/09/03 MJA	Document and database search for PBGC analysis documents for R. Sable's exhibits	1.00
09/10/03 RWC	Travel to Lexington (4.8 hours billed at 50%) (2.4); review, revise and finalize briefs for filing and service (.8); multiple conversations with PBGC regarding hearing and work related to drafting, revising and finalizing stipulations (1.8); confer with E. Howley, W. Shaw and client regarding pension cost and funding calculations (.8); telephone call with E. Wodarczyk regarding potential testimony and benefit calculations (.4); multiple conversations with R. Sable regarding status and strategy (.8); prepare and participate in telephone conference with S. Siegel and A. Sidrane for witness preparation (1.0); prepare witness outlines for D. Wanlass and A. Sidrane	11.50

(1.2); review case law and prepare evidentiary and legal argument (1.6); work on additional exhibits for hearing (.7)

09/10/03 RGS Telephone conference with J. O'Leary (.2); .40
telephone conference with B. Dropkin regarding labor issues (.2)

09/10/03 RGS Review bank and company compensation on Dunkirk 1.60
and Princeton (.5); telephone conference with B. Shaw regarding business plan and pension (.5); telephone conference with J. Bailes and C. Jones regarding salaried retiree committee response (.3); telephone conference with D. Wanlass regarding PBGC and salaried retirees (.3)

09/10/03 RGS Telephone conference with R. Crouch (.3); .60
telephone conference with D. Wanlass regarding hearing preparation (.3)

09/10/03 RGS Conference with R. Crouch (.3); conference with 1.30
K. Batik regarding brief (.2); review brief and prepare for hearing (.8)

09/10/03 RGS Telephone conference with D. Wanlass regarding .70
retiree calculation (.3); revise order and letter to J. Bailes and C. Jones (.4)

09/10/03 DIS Review L. Ours' objection to pension .20
termination and facsimile to R. Crouch

09/10/03 GJS Travel to Lexington, KY (4.2 hours billed at 11.50
50%) (2.1); negotiate with PBGC and finalize stipulation for pension termination hearing (4.0); meet with and prepare witnesses for hearing (5.4)

09/10/03 K B Telephone call from G. Stubenhofer regarding .20
brief (.1); conversation with R. Sable regarding brief (.1)

09/10/03 VLC Preparation for distress termination hearing 10.50
per R. Crouch including various conferences with R. Crouch, J. Stubenhofer and various other company officials

09/11/03 RWC	Meet with and prepare D. Wanlass' testimony (.7); assist with further preparation of E. Howley and related exhibits (1.3); revise witness outlines (.4); discuss strategy with R. Sable (.5); finalize exhibit binders (.4); update hearing notebook (.4); prepare and attend hearing (5.2); telephone conferences regarding Local Union 40 vote (.3); assemble materials for cross-examination of PBGC witness (.6)	9.80
09/11/03 RGS	Telephone conference with B. Dropkin regarding labor issues (.2); telephone conference with R. Crouch regarding hearing preparation (.2); travel to Lexington, KY for PBGC hearing (4 hours billed at 50%) (2.0)	2.40
09/11/03 RGS	Prepare for and participate in PBGC termination hearing	5.50
09/11/03 RGS	Telephone conference with C. Jones regarding revisions to 1114 motion	.20
09/11/03 RGS	Post-hearing review and preparation	1.30
09/11/03 LJA	Review bank's comments on draft of registration rights agreement	1.30
09/11/03 GJS	Prepare for and attend pension termination hearing	10.50
09/11/03 VLC	Prepare for distress termination hearing per R. Crouch, including preparation of witness exhibit binders (6.8); attend distress termination hearing per R. Crouch (2.5); witness preparation with R. Crouch (1.2)	10.50
09/11/03 MJA	Review database letter indicating termination of SERP at request of D. Austin	1.00
09/12/03 RWC	Prepare cross examination for PBGC witnesses (1.2); meet with D. Wanlass and prepare for cross-examination and re-direct (.4); assemble additional materials for legal argument (.3); prepare for and attend hearing (2.8); review and revise order for submission to court (.7); organize materials and update trial notes (.4); return travel to Pittsburgh, PA (4.8 hours billed at 50%) (2.4)	8.20